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Federal Communications Commission
Office of Secretary

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June 14, 2006

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BY HAND DELIVERY

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12 Street, S.W.
Washington, D.C. 20554

Re: Amendment to Qwest Communications Corporation and OnFiber Communications, Inc.,
Joint Application Pursuant to Section 214 of the Communications Act

PUBLIC VERSION – CONFIDENTIAL INFORMATION REDACTED

Dear Ms. Dortch:

Qwest Communications Corporation (“QCC”) and OnFiber Communications, Inc. (“OnFiber,” and, together with QCC, “Applicants”), pursuant to Section 63.50 of the Commission’s rules, hereby submit an original and five copies of the attached Amendment to Joint Application for Consent to Transfer of Control of Domestic Section 214 Authorization (“Amendment”).

Pursuant to Section 0.459 of the Commission’s rules, and consistent with the Commission’s procedures in connection with such matters, Applicants hereby request confidential treatment for the materials submitted herein in connection with the Amendment and therefore are filing two versions of the Amendment. Materials containing confidential information are marked “Unredacted Version – Contains Confidential Data” and should not be disclosed to the public for the same reasons as those set forth in the transmittal letter that accompanied the submission of the initial Joint Application on May 22, 2006. Materials from which confidential information has been redacted are marked “Public Version – Confidential Data Redacted” and may be disclosed to the public.

June 14, 2006
Page 2

Kindly date-stamp the additional copy of this submission and return it to the awaiting messenger.
Any questions concerning this submission should be addressed to the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Yaron Dori', written in a cursive style.

Yaron Dori

Enclosures

cc: Gail Cohen, FCC
Bill Dever, FCC
Jodie Donovan-May, FCC
Melissa Newman, Qwest
Lynn Stang, Qwest
Craig Brown, Qwest
Jonathan Radin, OnFiber
Suzanne Toller, Davis Wright Tremaine
Jim Blitz, Davis Wright Tremaine

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of)
)
)
Joint Application Pursuant to Section 214 of)
the Communications Act of 1934 and) WC Docket No. 06-____
Section 63.04 of the Commission’s Rules for)
Consent to the Transfer of Control of)
OnFiber Carrier Services, Inc., OnFiber)
Carrier Services-Virginia, Inc., and Info-Tech)
Communications to Qwest Communications)
Corporation)
)

To: Wireline Competition Bureau

**AMENDMENT TO
JOINT APPLICATION FOR CONSENT TO TRANSFER OF CONTROL
OF DOMESTIC SECTION 214 AUTHORIZATION**

Pursuant to Section 63.50 of the Commission’s rules, 47 C.F.R. § 63.50, Qwest Communications Corporation (“QCC”) and OnFiber Communications, Inc. (“OnFiber,” and, together with QCC, the “Applicants”), hereby amend their Joint Application for Consent to Transfer of Control of Domestic Section 214 Authorization, filed on May 22, 2006 (“Application”).

Introduction and Summary

Nothing in this Amendment changes the fundamental premise of the Application that prompt approval of the transfer of control of OnFiber to QCC is strongly in the public interest. Although some underlying information pertaining to OnFiber’s buildings in the Qwest Corporation (“QC”) region is updated here, only a

small number of statements in the Application ultimately are affected by these updates. In summary, this amendment reflects an increase from three to five buildings in the QC region into which only OnFiber and QC own or control lit fiber.¹ However, as before, in each case at least one provider other than OnFiber and QC owns or controls fiber near each building, and the total number of buildings into which OnFiber owns or controls fiber in the QC region remains 71. This amendment also reflects a reduction from 12 to 11 buildings into which OnFiber only leases dark fiber to third parties and in which the presence of no other provider is known to OnFiber or QC. Finally, this amendment corrects a small number of typographical errors in the Application and makes one other minor clarification to the Application.

Discussion

The specific changes that are the subject of this Amendment are enumerated below. Attached to this Amendment is a revised version of the “OnFiber Building Analysis – Buildings in the QC Local Region,” which was – and remains – the only attachment to Exhibit E of the Application as filed; the revised version reflects the updates set forth in this Amendment.

The amendments to the Application are as follow:

¹ As before, Applicants have assumed for purposes of their analysis that QC owns or controls fiber into each of the in-region buildings into which OnFiber owns or controls fiber. This may not be the case in each building.

1. Of the 71 buildings into which OnFiber has fiber in the QC region and provides service to a customer, other providers are present in all but five of those buildings, not three as previously was reported. For each of these five buildings, at least one provider other than OnFiber or QC owns or controls fiber nearby.

2. Specifically, in addition to the OnFiber lit buildings previously reported in the QC region in which no providers other than OnFiber and QC are present, OnFiber serves customers and has lit fiber into three buildings located respectively at **[BEGIN CONFIDENTIAL**

END CONFIDENTIAL]. Applicants understand that no party other than OnFiber and QC has lit fiber into these three buildings, but that at least one party other than OnFiber and QC owns or controls fiber in the street near each building.

3. The building located at **[BEGIN CONFIDENTIAL**
[END
CONFIDENTIAL] and as a building into which OnFiber owns, controls or leases only dark fiber. The correct address of this building is **[BEGIN CONFIDENTIAL**

END CONFIDENTIAL], and OnFiber provides lit service to one customer in that building. The change in the status of this building from “dark fiber only” to “lit” reduces from 12 to 11 the number of buildings in the QC region into which OnFiber only leases dark fiber to third parties and where the

presence of no other provider is known to OnFiber or QC. It is the understanding of Applicants that no party other than OnFiber and QC has lit fiber into this building, but that at least two parties other than OnFiber and QC own or control fiber in the street next to or near the building.

4. The building located at **[BEGIN CONFIDENTIAL**
[END CONFIDENTIAL], was not previously reported. It was identified in the course of a recent review of OnFiber's operations in Portland, Oregon. It is the understanding of Applicants that no party other than OnFiber and QC has lit fiber into this building. However, Applicants also understand that at least two parties other than OnFiber and QC own or control fiber in the street next to the building.

5. The building located at **[BEGIN CONFIDENTIAL**
END CONFIDENTIAL], was not previously reported, in part because it was not yet installed at the time Applicants filed their Application. Installation remains pending for this building. It is the understanding of Applicants that no party other than Qwest and QC has lit fiber or facilities into this building. However, Applicants also understand that at least one party other than OnFiber and QC owns or controls fiber in the street next to the building.

6. Fiber connections to four additional buildings in the QC region relevant here were not previously reported, in part because they were not yet installed at the time Applicants filed their Application. Installation also remains pending for these buildings, which are located at **[BEGIN CONFIDENTIAL**

END CONFIDENTIAL]. It is the understanding of Applicants that at least one provider other than OnFiber and QC owns or controls fiber into each of these buildings.

7. The recent review of OnFiber’s operations in Portland, Oregon, determined that, contrary to what previously was reported, OnFiber does not own or control lit fiber into the buildings located at **[BEGIN CONFIDENTIAL**

END CONFIDENTIAL].

With respect to **[BEGIN CONFIDENTIAL**

END

CONFIDENTIAL], OnFiber had at an earlier time intended to build fiber into that building but never did, and its records were not until now updated accordingly.

With respect to **[BEGIN CONFIDENTIAL**

END CONFIDENTIAL], OnFiber owns or leases conduit or innerduct from a third party but does not own or control fiber into these buildings or provide any service to customers in these buildings. These buildings therefore are no longer included among the list of buildings into which OnFiber has fiber in the QC region.

8. The recent review of OnFiber’s operations in Portland, Oregon, also determined that OnFiber owns or controls fiber but does not currently serve any customers in the buildings located at **[BEGIN CONFIDENTIAL**

[END

CONFIDENTIAL]. The building located at [BEGIN CONFIDENTIAL

END CONFIDENTIAL] previously was reported as a building into which only OnFiber and QC own or control fiber but where other providers control fiber nearby. This remains true, but because OnFiber does not currently serve a customer in this building – or in the other two buildings discussed in this paragraph – Applicants have designated these buildings in a separate category in the revised version of the “OnFiber Building Analysis – Buildings in the QC Local Region.”

9. The building previously reported as located at [BEGIN CONFIDENTIAL

[END CONFIDENTIAL]. Both numbers are commonly used together when referring to this building. There is no other change with respect to the status of this building.

10. The building previously reported as located at [BEGIN CONFIDENTIAL

END CONFIDENTIAL]. There is no other change with respect to the status of this building.

11. The building previously reported as located at [BEGIN CONFIDENTIAL

END CONFIDENTIAL]. There is no other change with respect to the status of this building.

12. Other CLECs serve most, but not every, building into which OnFiber owns or controls fiber or other facilities in the QC region. This statement clarifies the statement in footnote 12, which describes the attachment to Exhibit E of the Application.

Respectfully submitted,

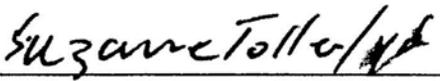
**QWEST COMMUNICATIONS
CORPORATION**

ONFIBER COMMUNICATIONS, INC.

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Its attorneys

Dated: June 14, 2006

Verification

I, Thomas Wilten, President, Qwest Communications Corporation, hereby certify under penalty of perjury that the information provided in the foregoing "Amendment to the Joint Application for Consent to Transfer Control of Domestic 214 Authorization" as it relates to Qwest Communications Corporation and its affiliates is true and accurate to the best of my knowledge, information and belief, formed after reasonable inquiry.

By: Thomas J. Wilten

Dated: June 13, 2006

VERIFICATION

I, Wesley C. Berseth, Lead Engineer, Qwest Services Corporation, hereby certify under penalty of perjury that the information provided in numbered paragraphs 2-3 and 6 (except with respect to 1400 W Clark Street) of the foregoing "Amendment to the Joint Application for Consent to Transfer Control of Domestic 214 Authorization" as it relates to the presence of providers other than OnFiber Communications, Inc., Qwest Corporation and their affiliates is true and accurate to the best of my knowledge, information and belief, formed after reasonable inquiry.

By: W. C. Berseth

Dated: June 13, 2006

VERIFICATION

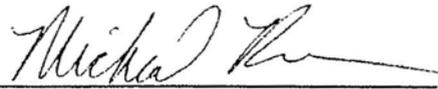
I, Jonathan Radin, Vice President, Legal and External Affairs, OnFiber Communications, Inc., hereby certify under penalty of perjury that the information provided in the foregoing "Amendment to the Joint Application for Consent to Transfer Control of Domestic 214 Authorization" as it relates to OnFiber Communications, Inc., and its affiliates is true and accurate to the best of my knowledge, information and belief formed after reasonable inquiry.

By: 

Dated: June 13, 2006

VERIFICATION

I, Michael Rees, Vice President, Business Analysis & Planning, OnFiber Communications, Inc. ("OnFiber"), hereby certify under penalty of perjury that the information provided in paragraphs 1-11 of the foregoing "Amendment to the Joint Application for Consent to Transfer Control of Domestic 214 Authorization" as it relates to OnFiber, its affiliates, and the presence of providers other than OnFiber and Qwest Corporation is true and accurate to the best of my knowledge, information and belief formed after reasonable inquiry.

By: 

Dated: June 13, 2006

